

**AMENDMENT TO BYLAWS OF  
CASA BENDITA CONDOMINIUM COUNCIL OF CO-OWNERS, INC.**

**THIS AMENDMENT** is made and entered into by Casa Bendita Condominium Council of Co-Owners, Inc. (the "Association"), a not-for-profit Kentucky corporation, on the date shown hereinbelow.

**WITNESSETH:** \_\_\_\_\_

**WHEREAS**, the Association is a not-for-profit corporation organized and existing under the laws of the state of Kentucky; and,

**WHEREAS**, the Association desires to amend its Bylaws, specifically Article III.1; and,

**WHEREAS**, the Bylaws of the Association may be amended, changed, or modified by an instrument in writing setting forth such amendment, change, or modification signed and acknowledged by the owners of a majority of all of the units of the Association; and,

**WHEREAS**, a majority of the owners of all the units of the Association having voted in favor of the amendment set forth herein, and having signed and acknowledged this Amendment.

**NOW, THEREFORE**, the Association, for the purposes hereinabove set forth and pursuant to the provisions set forth in the Master Deed and in accordance with and by means of powers reserved and conferred on it, does hereby amend the Bylaws of the Association as follows:

I. Article III.1(a) Management of Affairs, is amended to read in its entirety as follows.

III.1 (a) Management of Affairs. The management of the Council shall be managed by a board of seven (7) directors. At the next annual meeting, the owners shall by a vote of the majority of the membership elect the entire board for the forthcoming year consisting of seven (7) directors. The election shall be for three (3) members of the board of directors each of whom will be elected for one year and four (4) members of the board of directors each of whom will be elected for two years. Thereafter, at each annual meeting, there shall be an election for those board members whose terms are expiring and those terms shall alternate between one year and two years so as to cause the terms of the board of the directors to be staggered so that in

any year not all of the members of the board of directors shall be up for election. Except as provided in Section III.16 hereof, each director shall be a unit owner or the spouse of a unit owner, or shall be a member of a partnership or officer or director of a corporation or trustee or beneficiary of a trust which is a unit owner.

2. Article III.2, Election of Directors, is amended to read in its entirety as follows:

III.2 Election of Directors. Except as provided in Section III.16 hereof, the election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the annual members' meeting.

(b) A nominating committee of two (2) members shall be appointed by the board of directors not less than thirty days prior to the meeting at which the directors whose terms are expiring are to be elected. The committee shall nominate one (1) person for each director then serving whose term is expiring. Additional nominations may be made from the floor at the meeting.

(c) The election shall be by written ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies in the board of directors occurring between annual meetings of members shall be filled by vote of a majority of the remaining directors, whether or not such a majority constitutes a legal quorum of such board. If such directors are unable to agree, such vacancies shall be filled by vote of the members at a special meeting.

3. Article III.4 Term of Directors, is amended to read in its entirety as follows:

III.4 Term of Directors. The term of each director's service shall be in accordance with Article III.1(a) herein set forth, and thereafter until such time as his/her successor is duly elected and qualifies, or until he/she is removed in the manner provided in Section III.3 hereof.

Except as set forth hereinabove, the Bylaws of the Association are unchanged, incorporated herein by reference, and shall remain in full force and effect.

IN TESTIMONY WHEREOF, witness the signature of the duly authorized officer

of the Association this 17<sup>th</sup> day of JANUARY, 2000

CASA BENDITA CONDOMINIUM  
COUNCIL OF CO-OWNERS, INC.

BY: Bob Prante

ITS: President

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

Sworn to and acknowledged before me by BOB PRANTE as President of Casa Bendita Condominium Council of Co-Owners, Inc., a Kentucky corporation, on behalf of the corporation, this 17<sup>th</sup> day of JANUARY, 2000

Notary Public, State at Large, KY

My Commission expires: My commission expires Oct. 24, 2003

[Signature]  
NOTARY PUBLIC  
KENTUCKY, STATE AT LARGE

THIS INSTRUMENT PREPARED BY:

MORGAN & POTTINGER, P.S.C.

BY: [Signature]

MARK J. SANDLIN  
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Deputy Clerk: KELMAL

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